

ATTORNEYS AT LAW SINCE 1895

VIA OVERNIGHT DELIVERY

Hon. Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street SW
Washington, DC 20024

November 11, 2009



Re: Gabriel D. Hall
- Continuance in Control -
U S RAIL Corporation of New Jersey
STB Finance Docket No. 35318

225991

Dear Secretary Quinlan:

Enclosed for filing please find the original and 10 copies of the Notice of Exemption of Gabriel D. Hall, together with 20 additional copies of the maps. Also enclosed is our check in the amount of \$1300 representing the filing fee for this Notice.

Please time stamp the extra copy of the Notice to indicate receipt and return it to me in the self-addressed stamped envelope provided for your convenience.

Please let know if there are any questions about the filing. Thank you for your assistance.

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Office of Proceedings

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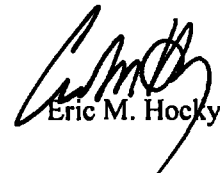
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EMH/e

Enclosures

SURFACE
TRANSPORTATION BOARD

Respectfully,


Eric M. Hocky

FILED

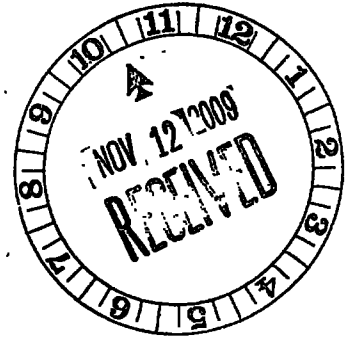
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SURFACE
TRANSPORTATION BOARD

Thorp Reed & Armstrong, LLP
One Commerce Square
2005 Market Street
Suite 1000
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215 640 8500
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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 35318



225991

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**SURFACE
TRANSPORTATION BOARD**

GABRIEL D. HALL

- CONTINUANCE IN CONTROL -

U S RAIL CORPORATION OF NEW JERSEY

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**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1180.2(d)(2)**

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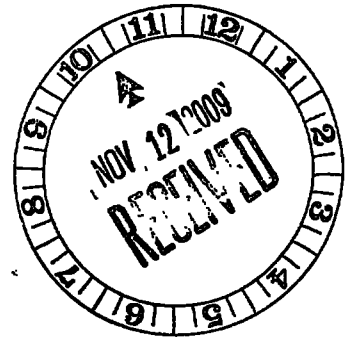
**SURFACE
TRANSPORTATION BOARD**

**ERIC M. HOCKY
THORP REED & ARMSTRONG, LLP
One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103
(215) 640-8500**

Dated: November 10, 2009

Attorneys for Gabriel D. Hall

BEFORE THE
SURFACE TRANSPORTATION BOARD
STB FINANCE DOCKET NO. 35318



GABRIEL D. HALL
- CONTINUANCE IN CONTROL -
U S RAIL CORPORATION OF NEW JERSEY

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1180.2(d)(2)

Gabriel D. Hall (“Hall” or “Applicant”), an individual, files this Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(2) to exempt from the provisions of 49 U.S.C. §11323, his control of U S RAIL Corporation of New Jersey (“U S RCNJ”), upon the commencement of U S RCNJ’s lease of a rail line from the County of Salem, New Jersey.

U S RCNJ is a Delaware corporation which is a non-carrier in which Hall has a controlling interest. U S RCNJ is leasing a line of railroad from the County of Salem, New Jersey, which is the subject of a separate notice filed at STB Finance Docket No. 35310, *U S RAIL Corporation of New Jersey – Lease and Operation Exemption – County of Salem, NJ*. When the lease becomes effective (expected to be on or after December 12, 2009), U S RCNJ will become a Class III rail carrier with residual common carrier authority for the rail line in New Jersey.¹

Hall is a non-carrier individual who controls directly or indirectly through equity ownership, the following rail carriers: USRP and US RAIL Holdings, LLC (“Holdings”). *See*

¹ U S RCNJ is contracting with its affiliate U S RAIL Corporation (“USRP”) to operate the line.

Gabriel D. Hall – Corporate Family Transaction Exemption – U S RAIL Holdings, LLC and U S RAIL Corporation, STB Finance Docket No. 35235 (served April 9, 2009). Hall is filing this Notice to enable it to continue in control of U S RCNJ and the other railroads in his corporate family upon the commencement of U S RCNJ's lease..

The rail line to be leased by U S RCNJ will not connect with any of the other rail lines currently operated by the railroads in Hall's corporate family, nor is the continuance in control described herein part of a series of anticipated transactions that would connect the U S RCNJ rail line with the rail lines currently operated by any of the other railroads in Hall's corporate family. The continuance in control transaction does not involve a Class I railroad. Accordingly, this is an exempt transaction under 49 C.F.R. §1180.2(d)(2).

Required Information

In accordance with the provisions of 49 C.F.R. 1180.4(g), Hall provides the following information as required by 49 C.F.R. §1180.6(a)(1)(i)-(iii), (a)(5), (a)(6), and (a)(7)(ii):

(a)(1)(i) Hall, a non-carrier individual, owns a majority of the issued and outstanding shares of stock of U S RAIL Corporation, a Class III carrier with operating authority in Ohio and Indiana. Hall also owns a majority of the issued and outstanding equity interests of U S RAIL Holdings, LLC, which is the lessee of rail lines in Indiana operated by USRP, with residual common carrier obligations with respect to the rail lines. Hall proposes to continue in control of U S RAIL Corporation of New Jersey when it acquires residual common carrier obligations with respect to the rail line that it is leasing from the County of Salem, New Jersey in STB Finance Docket No. 35310.

The name, business address and telephone number of Applicant are: Gabriel D. Hall, 7846 Central Ave., Toledo, Ohio 43617; (419) 720-7588.

The name, business address and telephone number of counsel to whom questions regarding the transaction can be addressed are: Eric M. Hocky, Thorp Reed & Armstrong, LLP, One Commerce Square, Suite 1000, Philadelphia, PA 19103; (215) 640-8500.

(a)(1)(ii) U S RCNJ intends that its lease with the County of Salem will become effective on or after December 12, 2009.

(a)(1)(iii) The purpose of the transaction is to allow Hall to continue in control of U S RCNJ and the other carriers in his corporate family when U S RCNJ becomes a carrier by leasing a rail line in New Jersey, and to permit efficient operation and management of U S RCNJ as part of a system.

(a)(5) Hall currently controls USRP which operates in Ohio and Indiana, and Holdings which has a leasehold interest, and residual common carrier obligations, in Indiana.

(a)(6) Maps showing the lines of the carriers controlled, or to be controlled, by Hall are attached hereto as Exhibit B. Twenty extra copies of the maps are also included.

(a)(7)(ii) There is no agreement relating to Hall's control of U S RCNJ or the continuance in control of the carriers controlled by Hall.

Labor Protection

Applicant recognizes that under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. However, since all of the carriers involved are or will be Class III rail carriers, under 49 U.S.C. §11326(c), no labor protection may be imposed on these transactions.

Environmental and Historic Reports

Under 49 C.F.R. §1105.6(c)(2) and 49 C.F.R. §1105.8(b)(2) and (3), no environmental or historic documentation is required.

Respectfully submitted,



ERIC M. HOCKY
THORP REED & ARMSTRONG, LLP
One Commerce Square
2005 Market Street, Suite 1000
Philadelphia, PA 19103
(215) 640-8500


Dated: November 10, 2009

Attorneys for Gabriel D. Hall

VERIFICATION

I, Gabriel D. Hall, verify under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file the foregoing document.

Executed on November 10, 2009.



Gabriel D. Hall

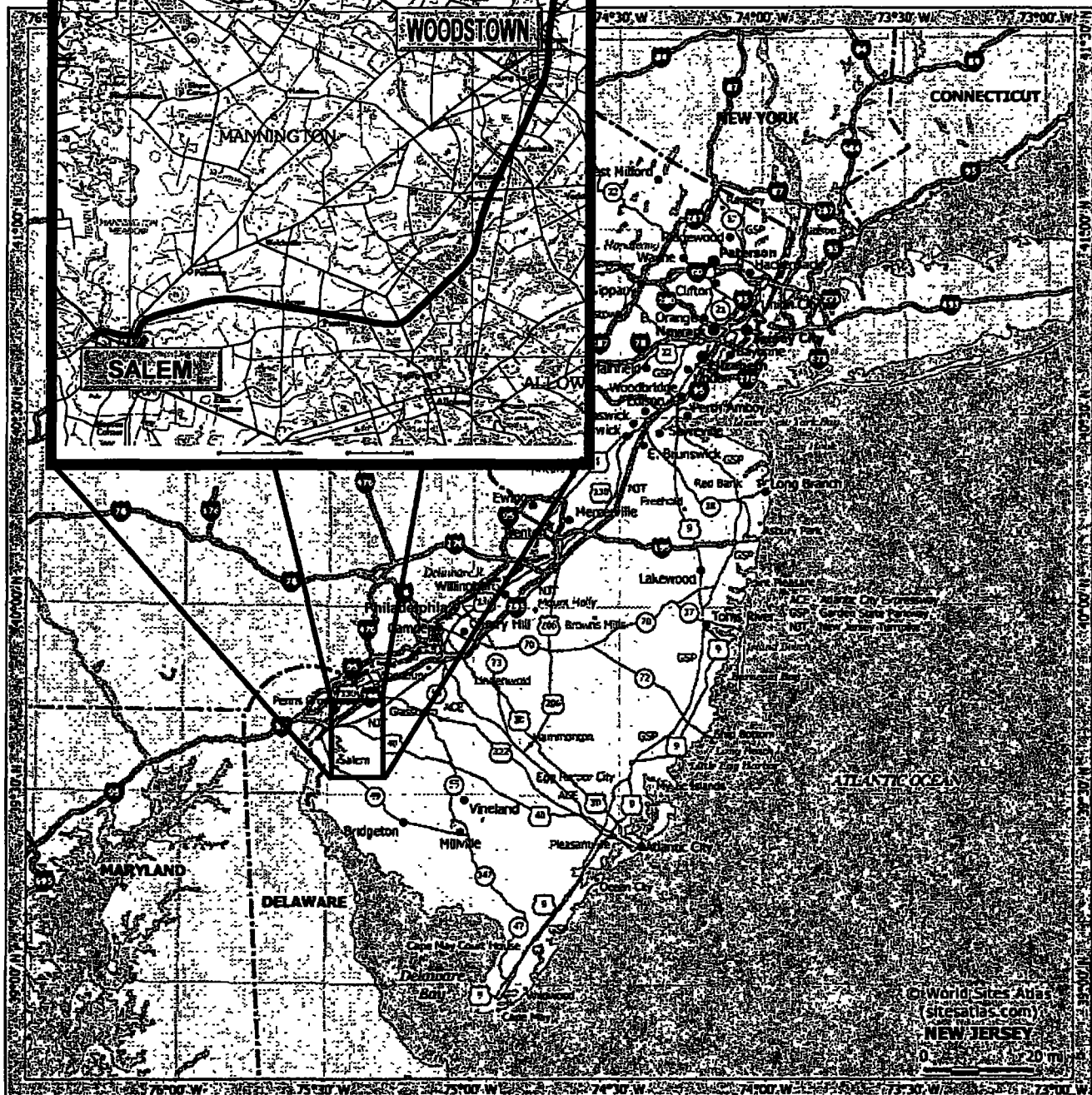
MAPS

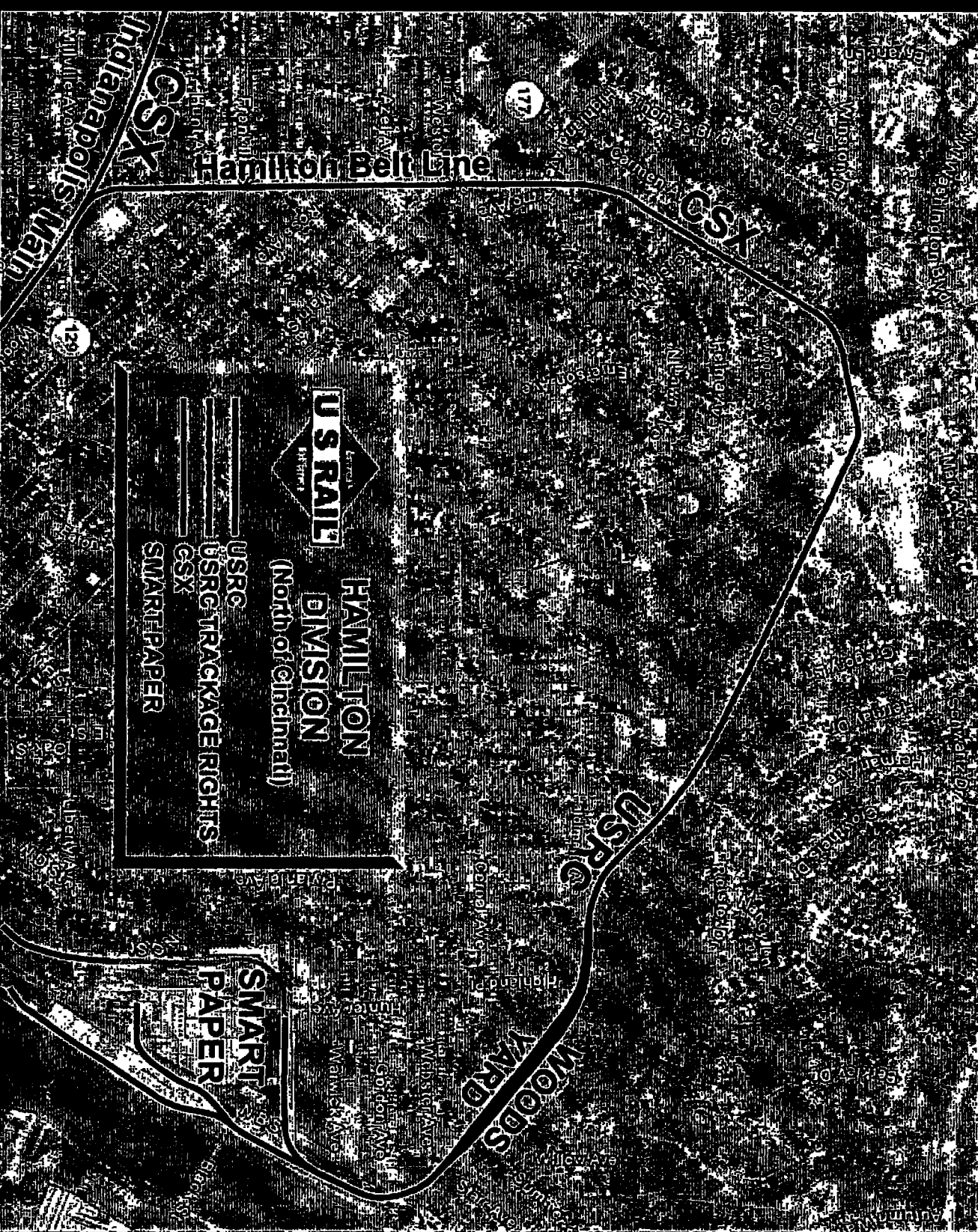
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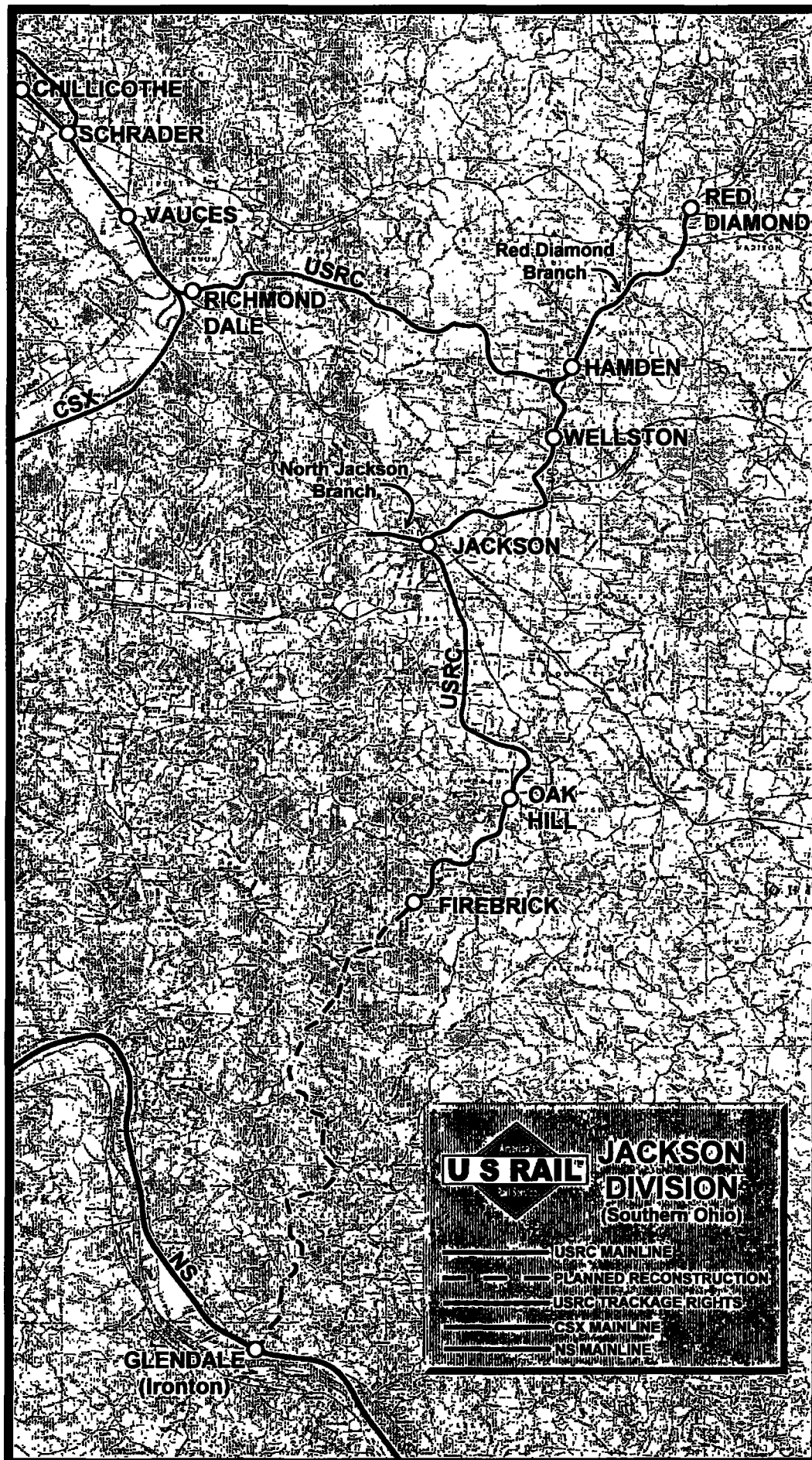
EXHIBIT A

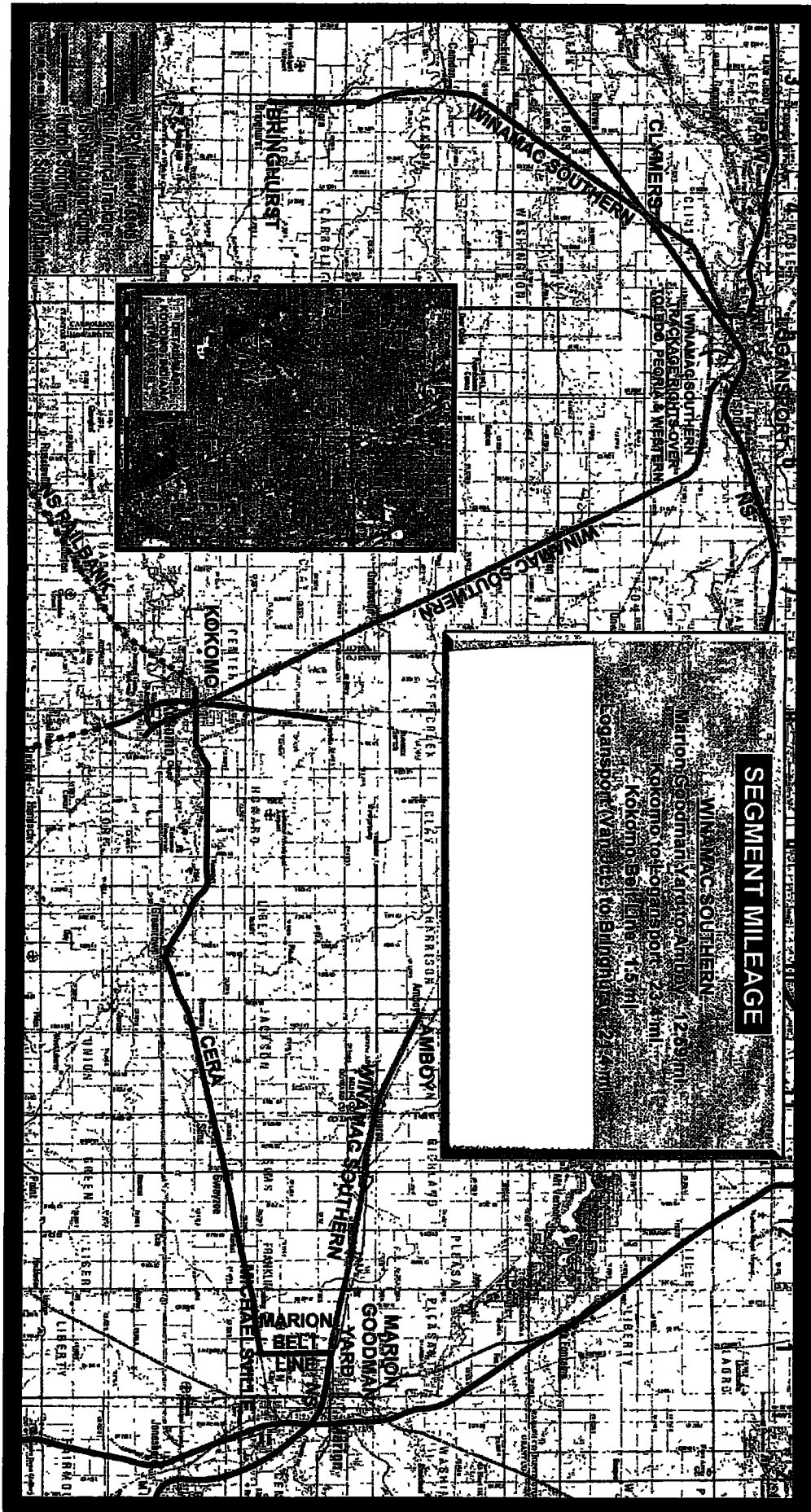


SWEDESBORO, NJ to **PORT OF SALEM, NJ** **RAIL LINE**









WINAMAC SOUTHERN RAILROAD SYSTEM

EXHIBIT 1

US RAIL Holdings, LLC
 US RAIL Corporation